

EXHIBIT A

PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,¹

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

**ORDER APPROVING PROCEDURES FOR COMPLIANCE WITH DISCHARGE
ORDER REGARDING FEDERAL SUBPOENA SERVED ON THE EXAMINER**

Upon the motion (the “Motion”)² of Arthur J. Gonzalez, the Court-appointed Examiner in these cases (the “Examiner”), for entry of an order approving procedures for compliance with the September 24, 2013 Discharge Order entered by this Court generally discharging the Examiner of his duties [Docket No. 5187] (the “Discharge Order”) regarding a subpoena (the “Subpoena”) served on the Examiner by the United States Attorney’s Office for the Central District of California (the “USAO-CDCA”) pursuant to the Financial Institutions Reform, Recovery and Enforcement Act, 12 U.S.C. § 1833a, which Subpoena seeks the production of all transcripts and recordings of witness interviews conducted by the Examiner (the “Subpoenaed Materials”) in the course of his investigation (the “Examiner Investigation”); the Court having jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334; venue

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Declaration of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings, filed with the Court on May 14, 2012. Additional subsidiaries and affiliates of the Debtors may file Chapter 11 petitions on a rolling basis. As used herein, the term “Debtors” includes any such entities.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

of these cases and this matter in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; consideration of this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having heard the Motion on March __, 2014, and after due deliberation, and good and sufficient cause appearing therefor; it is hereby:

ORDERED that the Motion is granted as set forth herein; and it is further

ORDERED that all objections to the Motion, to the extent not previously withdrawn, are overruled; and it is further

ORDERED that the Discharge Order does not prohibit the Examiner from complying with the Subpoena and producing the Subpoenaed Materials pursuant and subject to the notice procedures outlined below; and it is further

ORDERED that the Examiner shall promptly serve a copy of this Order, together with a copy of the Subpoena (collectively, the “Service Documents”), by electronic mail and overnight delivery to each individual who was the subject of an interview in connection with the Examiner Investigation (collectively, the “Interviewees”), and thereby provide notice of the Examiner’s intention to produce the Subpoenaed Materials in satisfaction of any obligations under the Discharge Order, by serving the Service Documents on the counsel who represented such Interviewees at their interviews, all as listed on Schedule “1” to this Order; and it is further

ORDERED that service by the Examiner of the Service Documents to the parties and in the manner prescribed in the foregoing decretal paragraph shall constitute due, sufficient, and adequate notice of the Examiner’s intention to produce the Subpoenaed Materials in

satisfaction of any obligations under the Discharge Order, and no further notice is required; and it is further

ORDERED that the Examiner is authorized to produce the Subpoenaed Materials in satisfaction of any obligations under the Discharge Order except to the extent that an Interviewee (i) obtains a court order within thirty (30) days of his or her counsel's receipt of the Service Documents in the manner described above quashing the Subpoena with respect to that Interviewee, and (ii) provides notice of entry of such court order to the Examiner, the Office of the United States Trustee, and the USAO-CDCA (collectively, the "Notice Parties") within that same time period; and it is further

ORDERED that notice of entry of any court order quashing the Subpoena must be made in writing and served upon: counsel for the Examiner, Chadbourne & Parke LLP, 30 Rockefeller Plaza, New York, NY 10112 (Attn: Howard Seife and David LeMay); the Office of the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014 (Attn: Brian S. Masumoto); and the United States Attorney's Office for the Central District of California, Federal Building, Suite 7516, 300 North Los Angeles Street, Los Angeles, CA 90012 (Attn: Indira J. Cameron-Banks); and it is further

ORDERED that as to those Interviewees who timely deliver notice to the Notice Parties of entry of a court order quashing the Subpoena with respect to that Interviewee, the Examiner shall refrain from producing the transcripts and recordings with respect to such specific Interviewees pending further direction from the court where such an order was entered; and it is further

ORDERED that neither the Examiner nor his counsel shall have or incur any liability with respect to any statement, act or omission arising out of or relating to any good-faith effort by the Examiner or his counsel to comply with this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Date: March ___, 2014

MARTIN GLENN
United States Bankruptcy Judge

SCHEDULE 1 TO ORDER

SCHEDULE 1
INTERVIEWEE SERVICE LIST

<u>Interviewee</u>	<u>Affiliation</u>	<u>Counsel</u>¹
Jonathan Pruzan (Morgan Stanley)	Advisor to ResCap	Allen & Overy LLP 1221 Avenue of the Americas New York, NY 10020 Attn: Ken Coleman John Kibler Andrew Rhys Davis Tel: (212) 610-6300 Email: ken.coleman@allenoverly.com john.kibler@allenoverly.com andrew.rhys.davies@allenoverly.com
Thomas Jacob Thomas Melzer James Nouss Erica Schenk	ResCap Independent Director ResCap Independent Director Counsel to ResCap Independent Directors Counsel to ResCap Independent Directors	Bryan Cave LLP One Metropolitan Square 211 North Broadway, Suite 3600 St. Louis, MO 63102-2750 Attn: Lloyd A. Palans Tel: (314) 259-2000 Email: lapalans@bryancave.com
Kenneth Blackburn	ResCap	Carpenter, Lipps & Leland LLP 280 Plaza, Suite 1300 280 North High Street Columbus, Ohio 43215 Attn: Jeffrey A. Lipps Jennifer A. L. Battle David A. Beck Tel: (614) 365-4100 Email: lipps@carpenterlipps.com battle@carpenterlipps.com beck@carpenterlipps.com

¹ The firms listed herein are those firms that were present during the time of the respective interviews. Neither the Examiner nor his counsel were privy to the details or arrangements of any specific attorney-client relationship in effect during the interviews.

<u>Interviewee</u>	<u>Affiliation</u>	<u>Counsel¹</u>
Eric Scholtz Julie Steinhagen	ResCap ResCap	<p>Carpenter, Lipps & Leland LLP 280 Plaza, Suite 1300 280 North High Street Columbus, Ohio 43215 Attn: Jeffrey A. Lipps Jennifer A. L. Battle David A. Beck Tel: (614) 365-4100 Email: lipps@carpenterlipps.com battle@carpenterlipps.com beck@carpenterlipps.com</p> <p>Morrison & Foerster LLP 1290 Avenue of the Americas New York, NY 10104 Attn: Jamie A. Levitt Eugene Illovsky Peter H. Day Darryl P. Rains Tel: (212) 468-8000 Email: jlevitt@mofo.com eillovsky@mofo.com pday@mofo.com drains@mofo.com</p>
Linda Zukauckas	AFI	<p>Debevoise & Plimpton LLP 919 Third Avenue New York, NY Attn: Michael Wiles Carolina Henriquez-Schmitz Tel: (212) 909-6269 Email: mewiles@debevoise.com chschmitz@debevoise.com</p>
Timothy Pohl (Lazard)	Advisor to ResCap	<p>Dentons 1221 Avenue of the Americas New York, New York 10020-1089 Attn: Arthur H. Ruegger Tel: (212) 768-6700 Email: arthur.ruegger@dentons.com</p> <p>Carpenter, Lipps & Leland LLP 280 Plaza, Suite 1300 280 North High Street Columbus, Ohio 43215 Attn: Jeffrey A. Lipps Jennifer A. L. Battle David A. Beck Tel: (614) 365-4100 Email: lipps@carpenterlipps.com battle@carpenterlipps.com beck@carpenterlipps.com</p>

<u>Interviewee</u>	<u>Affiliation</u>	<u>Counsel</u> ¹
Russell Hutchinson (Goldman Sachs)	Advisor to ResCap	Fried, Frank, Harris, Shriver & Jacobson LLP One New York Plaza New York, New York 10004 Attn: Stephanie J. Goldstein Chelsea P. Hall Tel: (212) 859-8000 Email: stephanie.goldstein@friedfrank.com chelsea.hall@friedfrank.com
Halle Benett (UBS)	Advisor to ResCap	Gibson, Dunn & Crutcher LLP 200 Park Ave New York, NY 10166-0193 Attn: David M. Feldman Aric H. Wu Tel: (212) 351-4000 Email: dfeldman@gibsondunn.com awu@gibsondunn.com
Michael Carpenter Albert Celini Jon Centurino Joe Cortese Alvero ("Al") de Molina David J. DeBrunner Timothy Devine Lisa Gerner Adam Glassner Robert Groody Mark Hales Bill Hall Lara Hall Michael Hebling Robert Hull Sanjiv Khattri Jerry Lombardo William Marx Humphrey McKenzie William Muir Corey Pinkston Samuel Ramsey Tazewell Rowe William Solomon Linda Voss David Walker James Young	AFI Ally Bank AFI Ally Bank AFI AFI AFI Ally Bank ResCap, AFI Ally Bank Ally Bank AFI AFI Ally Bank AFI AFI, ResCap Cerberus, ResCap, AFI AFI AFI AFI AFI AFI AFI AFI AFI AFI ResCap, AFI	Kirkland & Ellis LLP 601 Lexington Ave. New York, NY 10022 Attn: Judson Brown Jeffrey Powell Mark McKane Daniel T. Donovan Greg Skidmore Tel: (212) 446-4800 Email: judson.brown@kirkland.com jeffrey.powell@kirkland.com mark.mckane@kirkland.com daniel.donovan@kirkland.com greg.skidmore@kirkland.com

<u>Interviewee</u>	<u>Affiliation</u>	<u>Counsel</u> ¹
Eric Feldstein	AFI	<p>Kirkland & Ellis LLP 601 Lexington Ave. New York, NY 10022 Attn: Judson Brown Jeffrey Powell Mark McKane Daniel T. Donovan Greg Skidmore Tel: (212) 446-4800 Email: judson.brown@kirkland.com jeffrey.powell@kirkland.com mark.mckane@kirkland.com daniel.donovan@kirkland.com greg.skidmore@kirkland.com</p> <p>Debevoise & Plimpton LLP 919 Third Avenue New York, NY Attn: Michael Wiles Carolina Henriquez-Schmitz Tel: (212) 909-6269 Email: mewiles@debevoise.com chschmitz@debevoise.com</p>
Seymour Preston, Jr. (Goldin Associates)	Advisor to ResCap	<p>Luskin, Stern & Eisler LLP 11 Times Square New York, NY 10036 Attn: Michael Luskin Tel: (212) 974-3201 Email: luskin@lsellp.com</p>

<u>Interviewee</u>	<u>Affiliation</u>	<u>Counsel¹</u>
Steven Abreu	ResCap	Morrison & Foerster LLP
David Applegate	ResCap	1290 Avenue of the Americas
Christopher Blahut	ResCap	New York, NY 10104
Sandy Blitzer	ResCap	Attn: Jamie A. Levitt
David Bricker	ResCap	Eugene Illovsky
Jeff Cancelliere	ResCap	Peter H. Day
William Casey	ResCap	Darryl P. Rains
Keenan Dammen	ResCap	Tel: (212) 468-8000
Lisa Gess	ResCap, Ally Bank	Email: jlevitt@mofo.com
James Giertz	ResCap	eillovsky@mofo.com
John Gray	ResCap	pday@mofo.com
Tammy Hamzehpour	ResCap	drains@mofo.com
Lisa Lundsten	ResCap	Carpenter, Lipps & Leland LLP
David Marple	ResCap	280 Plaza, Suite 1300
Davee Olson	ResCap	280 North High Street
Bruce Paradis	ResCap	Columbus, Ohio 43215
Joseph Pensabene	ResCap	Attn: Jeffrey A. Lipps
Charles Senick	ResCap	Jennifer A. L. Battle
James Whitlinger	ResCap	David A. Beck
		Tel: (614) 365-4100
		Email: lipps@carpenterlipps.com
		battle@carpenterlipps.com
		beck@carpenterlipps.com

<u>Interviewee</u>	<u>Affiliation</u>	<u>Counsel</u> ¹
Barry Bier	ResCap	<p>Morrison & Foerster LLP 1290 Avenue of the Americas New York, NY 10104 Attn: Jamie A. Levitt Eugene Illovsky Peter H. Day Darryl P. Rains Tel: (212) 468-8000 Email: jlevitt@mofo.com eillovsky@mofo pday@mofo.com drains@mofo.com</p> <p>Carpenter, Lipps & Leland LLP 280 Plaza, Suite 1300 280 North High Street Columbus, Ohio 43215 Attn: Jeffrey A. Lipps Jennifer A. L. Battle David A. Beck Tel: (614) 365-4100 Email: lipps@carpenterlipps.com battle@carpenterlipps.com beck@carpenterlipps.com</p> <p>Kirkland & Ellis LLP 601 Lexington Ave. New York, NY 10022 Attn: Judson Brown Jeffrey Powell Mark McKane Daniel T. Donovan Greg Skidmore Tel: (212) 446-4800 Email: judson.brown@kirkland.com jeffrey.powell@kirkland.com mark.mckane@kirkland.com daniel.donovan@kirkland.com greg.skidmore@kirkland.com</p>
Paul Bossidy Cathy Dondzila Gary Lee Thomas Marano James Redmond James Tanenbaum	<p>Cerberus, ResCap</p> <p>ResCap</p> <p>Counsel to ResCap</p> <p>Cerberus, ResCap, AFI</p> <p>ResCap</p> <p>Counsel to ResCap</p>	<p>Morrison & Foerster LLP 1290 Avenue of the Americas New York, NY 10104 Attn: Jamie A. Levitt Eugene Illovsky Peter H. Day Darryl P. Rains Tel: (212) 468-8000 Email: jlevitt@mofo.com eillovsky@mofo pday@mofo.com drains@mofo.com</p>

<u>Interviewee</u>	<u>Affiliation</u>	<u>Counsel</u> ¹
Ralph Flees	ResCap	<p>Morrison & Foerster LLP 1290 Avenue of the Americas New York, NY 10104 Attn: Jamie A. Levitt Eugene Illovsky Peter H. Day Darryl P. Rains Tel: (212) 468-8000 Email: jlevitt@mofo.com eillovsky@mofo.com pday@mofo.com drains@mofo.com</p> <p>Willkie Farr & Gallagher LLP 787 Seventh Avenue New York, NY 10019 Attn: Marc Abrams Richard Choi Tel: (212) 728-8000 Email: mabrams@willkie.com rchoi1@willkie.com</p> <p>Carpenter, Lipps & Leland LLP 280 Plaza, Suite 1300 280 North High Street Columbus, Ohio 43215 Attn: Jeffrey A. Lipps Jennifer A. L. Battle David A. Beck Tel: (614) 365-4100 Email: lipps@carpenterlipps.com battle@carpenterlipps.com beck@carpenterlipps.com</p>

<u>Interviewee</u>	<u>Affiliation</u>	<u>Counsel</u> ¹
Pam West	ResCap Independent Director	<p>Morrison & Foerster LLP 1290 Avenue of the Americas New York, NY 10104 Attn: Jamie A. Levitt Eugene Illovsky Peter H. Day Darryl P. Rains Tel: (212) 468-8000 Email: jlevitt@mofo.com eillovsky@mofo pday@mofo.com drains@mofo.com</p> <p>Morrison Cohen LLP 909 Third Ave New York, NY 10022 Attn: Joseph T. Moldovan Tel: (212) 735-8600 Email: jmoldovan@morrisoncohen.com</p>
Isaac Grossman Jonathan Ilany John Mack Edward (“Ted”) Smith	<p>Counsel to Independent Directors</p> <p>ResCap Independent Director</p> <p>ResCap Independent Director</p> <p>ResCap Independent Director</p>	<p>Morrison Cohen LLP 909 Third Ave New York, NY 10022 Attn: Joseph T. Moldovan Tel: (212) 735-8600 Email: jmoldovan@morrisoncohen.com</p> <p>Morrison & Foerster LLP 1290 Avenue of the Americas New York, NY 10104 Attn: Jamie A. Levitt Eugene Illovsky Peter H. Day Darryl P. Rains Tel: (212) 468-8000 Email: jlevitt@mofo.com eillovsky@mofo pday@mofo.com drains@mofo.com</p>

<u>Interviewee</u>	<u>Affiliation</u>	<u>Counsel¹</u>
Karin Hirtler-Garvey	ResCap Independent Director, AFI	<p>Morrison Cohen LLP 909 Third Ave New York, NY 10022 Attn: Joseph T. Moldovan Tel: (212) 735-8600 Email: jmoldovan@morrisoncohen.com</p> <p>Morrison & Foerster LLP 1290 Avenue of the Americas New York, NY 10104 Attn: Jamie A. Levitt Eugene Illovsky Peter H. Day Darryl P. Rains Tel: (212) 468-8000 Email: jlevitt@mofo.com eillovsky@mofo.com pday@mofo.com drains@mofo.com</p> <p>Kirkland & Ellis LLP 601 Lexington Ave. New York, NY 10022 Attn: Judson Brown Jeffrey Powell Mark McKane Daniel T. Donovan Greg Skidmore Tel: (212) 446-4800 Email: judson.brown@kirkland.com jeffrey.powell@kirkland.com mark.mckane@kirkland.com daniel.donovan@kirkland.com greg.skidmore@kirkland.com</p>
Kathy Patrick	Counsel to Steering Committee Group	<p>Ropes & Gray LLP 1211 Avenue of the Americas New York, NY 10036-8704 Attn: D. Ross Martin Keith H. Wofford Tel: (212) 596-9000 Email: ross.martin@ropesgray.com keith.wofford@ropesgray.com</p>

<u>Interviewee</u>	<u>Affiliation</u>	<u>Counsel¹</u>
Lisa Gray	Cerberus	<p>Schulte Roth & Zabel LLP 919 Third Avenue New York, NY 10022 Attn: Howard O. Godnick Marguerite Gardiner Tel: (212) 756-2000 Email: howard.godnick@srz.com marguerite.gardiner@srz.com</p> <p>Kirkland & Ellis LLP 601 Lexington Ave. New York, NY 10022 Attn: Judson Brown Jeffrey Powell Mark McKane Daniel T. Donovan Greg Skidmore Tel: (212) 446-4800 Email: judson.brown@kirkland.com jeffrey.powell@kirkland.com mark.mckane@kirkland.com daniel.donovan@kirkland.com greg.skidmore@kirkland.com</p> <p>Carpenter, Lipps & Leland LLP 280 Plaza, Suite 1300 280 North High Street Columbus, Ohio 43215 Attn: Jeffrey A. Lipps Jennifer A. L. Battle David A. Beck Tel: (614) 365-4100 Email: lipps@carpenterlipps.com battle@carpenterlipps.com beck@carpenterlipps.com</p> <p>Morrison & Foerster LLP 1290 Avenue of the Americas New York, NY 10104 Attn: Jamie A. Levitt Eugene Illovsky Peter H. Day Darryl P. Rains Tel: (212) 468-8000 Email: jlevitt@mofo.com eillovsky@mofo.com pday@mofo.com drains@mofo.com</p>

<u>Interviewee</u>	<u>Affiliation</u>	<u>Counsel</u> ¹
Jim Jones Ronald Kravit	ResCap Cerberus, ResCap Director	Schulte Roth & Zabel LLP 919 Third Avenue New York, NY 10022 Attn: Howard O. Godnick Marguerite Gardiner Tel: (212) 756-2000 Email: howard.godnick@srz.com marguerite.gardiner@srz.com
Mark Neporent	Cerberus, AFI Director	Schulte Roth & Zabel LLP 919 Third Avenue New York, NY 10022 Attn: Howard O. Godnick Marguerite Gardiner Tel: (212) 756-2000 Email: howard.godnick@srz.com marguerite.gardiner@srz.com Kirkland & Ellis LLP 601 Lexington Ave. New York, NY 10022 Attn: Judson Brown Jeffrey Powell Mark McKane Daniel T. Donovan Greg Skidmore Tel: (212) 446-4800 Email: judson.brown@kirkland.com jeffrey.powell@kirkland.com mark.mckane@kirkland.com daniel.donovan@kirkland.com greg.skidmore@kirkland.com
Scott Parker Michael Rossi Lenard Tessler Joshua Weintraub	Cerberus ResCap Cerberus, AFI Director Cerberus, ResCap Director	Schulte Roth & Zabel LLP 919 Third Avenue New York, NY 10022 Attn: Howard O. Godnick Marguerite Gardiner Tel: (212) 756-2000 Email: howard.godnick@srz.com marguerite.gardiner@srz.com